

CURRENT REPORT no. 5 according to Law No. 24/2017 on issuers of financial instruments and market operations and ASF Regulation No. 5/2018 on issuers of financial instruments and market operations

Date: 03.04.2025

AGRICOVER HOLDING S.A.

Head office: Cubic Center Office Building, 8th floor, Pipera Blvd.
1B, Voluntari, Ilfov, 077191, Romania

Tel./fax number: 021 336 4645

E-mail: investitori@agricover.ro

Registration number: J23/447/2018

CUI: 36036986

Equity: RON 189,484,708.20

Capital Market: Bucharest Stock Exchange, "corporate bonds",
market symbol "AGV26E".

Important events to report:

- a) Changes in control over the issuer – **N/A.**
- b) Substantial acquisitions or alienation of assets – **N/A.**
- c) Insolvency, judicial reorganization or bankruptcy proceedings – **N/A.**
- d) Transactions of the type listed in Article 82 of Law No 24/2017– **N/A.**
- e) Other events: Convening of Extraordinary General Shareholders' Meeting of AGRICOVER HOLDING S.A..**

AGRICOVER HOLDING S.A. informs investors that by the adoption of Decision no. AH6/03.04.2025, the Board of Directors, approved the following:

1. Convening the Extraordinary General Shareholders' Meeting ("**EGSM**" or "**Meeting**") of AGRICOVER HOLDING S.A., for the date of 09th May, 2025, at 09,00 hours, for all the shareholders registered with the Shareholders' Register at the end of the day of 02nd May, 2025, with the following agenda:

1.1. Approval of the modifications to the Multi-Year Stock Option Plan approved by the resolution of the extraordinary general shareholders' meeting no. 6/20.12.2021, including modifications to the Schedule 1, the Schedule 2 and the Schedule 3 of the Multi-Year Stock

Option Plan, as well as modifications to the Schedule 1 to the Act of Accession.

1.2. The approval of the increase of the Company's share capital by a maximum amount of RON 638,492.10, by issuing a maximum of 6,384,921 new, ordinary, nominative shares, issued in dematerialised form, each with a nominal value of RON 0.10/share (the "Increase") to be subscribed exclusively by the Company's and the Company's subsidiaries employees, directors and/or managers ("SOP Beneficiaries"), in accordance with the terms and conditions of the Multi-Year Stock Option Plan ("SOP") for the financial year 2022 (long term tranche 3) approved by the resolutions of the extraordinary general shareholders' meeting no. 6/20.12.2021 si nr. 2/28.04.2022 and for the financial year 2024 (short term and long term tranche 1) approved by the resolutions of the extraordinary general shareholders' meeting no. 6/20.12.2021 si nr. 4/28.04.2024, within 30 days from the date of this resolution;

1.3. The approval of the cancelation of the pre-emptive rights of the Company's existing shareholders to subscribe for new shares, in order to facilitate the completion of the SOP, so that the newly issued shares in the Increase will be offered exclusively to SOP Beneficiaries within the SOP;

1.4. The approval of the authorisation of the Board of Directors of the Company to decide on the following matters relating to the Increase:

1.4.1. The ascertaining the results of the Increase and the approving of the final number of newly issued shares, respectively the level of the Increase;

1.4.2. The updating of the Company's Articles of Association following the completion of the Increase and its execution by the Chairman of the Board of Directors;

1.4.3. Any other matters in connection with the Increase;

1.5. The authorization of the acquisition by the Company, from the SOP Beneficiaries, of up to 10,560,940 own shares issued by the Company in accordance with the terms and conditions of the Multi-Year Stock Option Plan approved by the resolutions of the extraordinary general shareholders' meeting no. 6/20.12.2021 and no. 4/28.04.2024, for a period not exceeding 18 months from the date of registration in the trade registry, at a maximum buy-back price equal to 0,618 RON/share, price applicable including to shares acquired by the Company pursuant to the resolution of the extraordinary general shareholders' meeting no. 7/08.07.2024 which is amended accordingly;

1.6. The approval of the authorisation of the Chairman of the Board of Directors of the Company to sign on behalf of the shareholders the resolutions of the EGSM and to carry out any act or formality required by law for the registration and execution of the resolutions of the EGSM, with the possibility to mandate other persons.

Only persons who are registered as shareholders of the Company on 02nd May, 2025, established as the Reference Date of the EGSM, may participate in the Meeting and are entitled to exercise the right to vote, in person or by proxy, on the basis of a special proxy granted to another person, with the exception of members of the Board of Directors, managers or officers of the Company. Shareholders who are legal entities shall be represented by their legal representative or by the person to whom the legal representative has delegated this right, by special proxy.

Forms for special proxies can be obtained from the Company's registered office, starting from the date of publication of the convening notice of the Meeting in the Official Gazette of Romania - Part IV and on the Company's website ([https://relatii-investitori.agricover.ro/en/gms/EGSM Agricover Holding of 09.05.2025](https://relatii-investitori.agricover.ro/en/gms/EGSM_Agricover_Holding_of_09.05.2025)) and must be submitted to the Company in original not later than 48 hours before the meeting, together with a copy of the shareholder's or his legal representative's identity card. In case of legal entity shareholders, the certificate issued by the trade register or other equivalent public entity certifying the identity of the legal representative must also be submitted.

The informing documents and materials relating to the items included on the agenda of the EGSM will be made available to shareholders from the date of the publication of the Meeting's convening notice in the Official Gazette of Romania, Part IV, at the Company's registered office and on the Company's website ([https://relatii-investitori.agricover.ro/en/gms/EGSM Agricover Holding of 09.05.2025](https://relatii-investitori.agricover.ro/en/gms/EGSM_Agricover_Holding_of_09.05.2025)).

If on 09th May, 2025 (the date of the first convening of the EGSM) the legal and statutory conditions for meeting the EGSM are not met, the EGSM shall be convened on 10th May, 2025, at the same place, at the same time and with the same agenda.

Liviu DOBRE

Chief Executive Officer